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Special Counsel for Debtors
and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
	:
	: (Jointly Administered)
Debtors.	:
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**SUPPLEMENTAL DECLARATION OF LINDA D. WHITE
REGARDING RETENTION OF SNR DENTON US LLP
AS SPECIAL COUNSEL TO THE DEBTORS**

Linda D. White hereby declares as follows:

1. I am a member of the Bar of the State of Illinois and the firm of SNR Denton US LLP ("SNR Denton" or the "Firm").
2. On August 4, 2010, the Debtors filed an Application Pursuant to Section 327(e) of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure for Authorization to Employ and Retain Sonnenschein Nath & Rosenthal LLP, as Special Counsel to the Debtors, *Nunc Pro Tunc* to January 1, 2010 (Docket No. 10632; the "Application"). On August 19, 2010, the Court granted the Debtors' Application to employ SNR Denton as special counsel, effective *nunc pro tunc* to January 1, 2010. (Docket No. 10949. the "Retention Order").

3. Effective September 30, 2010, Sonnenschein Nath & Rosenthal combined with Denton Wilde Sapte LLP (the “Combination”). As a result, the Firm changed its name to SNR Denton US LLP as of that effective date. The Combination was effectuated by the use of a Swiss verein structure, which has the effect of the U.S. and European firms remaining legally independent. Thus, any representations undertaken by non-U.S. offices are not considered to be conflicts with U.S. Clients. Other than as disclosed in Paragraph 16 below, the Firm does not represent any parties in matters adverse to the Debtors with respect to the Representative Matters set forth in the Application.

4. This declaration (the “Supplemental Declaration”) supplements my previous four (4) declarations, dated December 12, 2008 [Docket No. 2202], October 9, 2009 [Docket No. 5415], August 3, 2010 [Docket No. 10632], and April 14, 2011 [Docket No. 16006]. The primary purpose of this Supplemental Declaration is to respond to concerns raised by the Office of the United States Trustee concerning conflicts of interest that may have arisen as a result of the Combination. All facts set forth below in this Declaration are based upon information from, and discussions I or other SNR Denton personnel reporting to me have had with certain of my colleagues and an attorney at SNR Denton responsible for conflicts matters. The facts below are also based on a review performed by the persons within SNR Denton responsible for maintaining records of our representations, with the assistance of attorneys at SNR Denton, of the list of major creditors involved with these proceedings that was provided to SNR Denton by Weil, Gotshal & Manges LLP (“WGM”), the Debtors’ general bankruptcy counsel, on January 14, 2010 the (“Master Conflicts Checklist”), setting forth certain of the creditors and other parties in interest (collectively, the “Interested Parties”) of the Debtors in the above-referenced chapter 11 cases. Based on the foregoing, if I were called upon to testify, I

could and would testify competently to the facts set forth herein. I am authorized to submit this Declaration on behalf of SNR Denton.

Services Performed by SNR Denton

5. The Retention Order authorized the Debtors to retain SNR Denton as special counsel to the Debtors pursuant to section 327(e) of the Bankruptcy Code, *nunc pro tunc* to January 1, 2010, to perform legal services in connection with the Representative Matters set forth below and in the Application. SNR Denton and attorneys who have joined SNR Denton from Thacher Proffitt & Wood LLP have been representing the Debtors and their affiliates in real estate, real estate finance and other related transactions for over 20 years including with respect to loan workouts and modifications, loan sales, real estate equity investments, real estate financings, reinforcements of remedies under loan documentation, and negotiation of, and advice concerning, management agreements for REO properties and bankruptcies. Additionally, SNR Denton continues to represent the Debtors in some of the same matters that we were working on as Ordinary Course Professionals pursuant to the OCP Order dated November 5, 2008 [Docket No. 1394].

6. Following the Commencement Date, at the Debtors' request, SNR Denton assisted the Debtors in connection with the Representative Matters as one of the Debtors' Ordinary Course Professionals.

7. In connection with certain of the Representative Matters, SNR Denton has represented, or will be representing, the following non-debtor affiliates of the Debtors, in addition to other non-debtor entities that the Debtors may request services for from time to time: LB Whispering Oaks, LLC; LB Regency Park, LLC; LB Pointe, LLC; LB Shadow Valley, LLC; LB RHW, LLC; LB Carlyle, LLC; LB SVF, LLC; LB Seth, LLC; LB ECS, LLC; LB Manassas, LLC; LB Midtown Memphis JV; LB 816 Congress, LLC; LB Coconut Beach, LLC; CJC

Investments, Inc.; LB Centre Point, LLC; LB Mission Valley, LLC; PAMI Public/Private I, Inc.; PAMI Public/Private II, Inc.; PAMI Public/Private III, Inc.; LB West Side Studios, LLC; PAMI, LLC; Property Asset Management, Inc.; SD Mark Holdings, LLC; LB Farmington Hills LLC; LB Alpha Tech North LLC; LB Northville LLC; LB New Van Buren LLC; LB Vendy Wick LLC; LB Bloomfield LLC; LB Milford West LLC; LB Shelby Industrial Investors-II, LLC; LB Shelby Industrial Investors-III, LLC; LB Shelby Industrial Investors IV, LLC; LB Farmington Hills II, LLC; LB Farmington Hills V, LLC; LB Alpha Tech, Inc.; LB Van Buren, Inc.; PAMI Michigan Mezzanine II, LLC; LB SMC/Livonia, Inc.; LB Maple Stephenson, LLC; LB 900 Tower Drive, LLC; LB Business Park, LLC; LB Stoneridge, LLC; LB Rancho Mirage, LLC; LB NYLO, LLC; LB Whiteface Lodge, LLC; PAMI Autumn, LLC; Lehman Brothers Commercial Bank; VR SVF Holdings Limited Partnership; CO 112 Overlook Drive, LLC; Archstone; TX 77 Boot Ranch Circle, LLC; WL Placid Mezz Holdings LLC; LB Warwick LLC; LB NYLO LLC; LB Plano LLC; LB Las Colinas LLC; NV 4250 Koval Lane LLC and MN 2200 Freeway Boulevard LLC. SNR Denton has been and will continue to be paid by the foregoing non-debtor affiliates for services provided on their behalf in connection with certain of the Representative Matters.

8. WGM represents the Debtors in connection with the financial restructuring of the Debtors and bankruptcy-specific issues. Because SNR Denton has not served as the Debtors' bankruptcy counsel, it is my view that SNR Denton has not rendered "services. . . in contemplation of, or in connection with the case" within the meaning of section 329(a) of the Bankruptcy Code. SNR Denton's post-petition work has heretofore been and hereafter will be comprised of continuing to represent the Debtors solely in connection with the Representative Matters. None of such matters involves the conduct of the bankruptcy cases themselves.

“Connections” of SNR Denton

9. In preparation of the Application, to check and clear potential conflicts of interest in these cases, as well as to determine all “connections”¹ to the Debtors and their creditors, SNR Denton researched its client database for the past two (2) years to determine whether it had any relationships with the Interested Parties. At the request of the United States Trustee appointed in the Debtors’ cases (the “U.S. Trustee”), SNR Denton has re-performed this search to identify any relationships with Interested Parties that have arisen as a result of the Combination. To the extent that SNR Denton’s research of its relationships with the Interested Parties indicates that SNR Denton has represented in the past two years, or currently represents, any of these entities, the identities of these entities and such entities’ relationship to the Debtors and connection to SNR Denton are set forth below and in Schedule 1 hereto.

10. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor SNR Denton, nor any partner or associate thereof, has any connection with the Debtors, their creditors, the U.S. Trustee or any other parties with an actual or potential interest in these chapter 11 cases or their respective attorneys or accountants, except as set forth below.

11. Further, to the best of my knowledge, SNR Denton does not represent or hold any interest adverse to the Debtors or the Debtors’ estates with respect to the Representative Matters.

¹ To the best of my knowledge, neither the term “connection” as used in Bankruptcy Rule 2014 nor the proper scope of a professional’s search for “connections” has been completely defined, and I am therefore required to exercise some degree of professional judgment in applying that term to the facts of which I am aware, as well as in defining the scope of how to search for such facts. Out of an abundance of caution, I may be disclosing items that are not, in my judgment, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics.

12. The Debtors are a large global enterprise with thousands of parties in interest. SNR Denton (a) may from time to time have represented, (b) may currently represent, and (c) may in the future represent many entities that are parties in interest in these cases in matters unrelated to the Representative Matters.

13. I understand that the Debtors will retain various professionals during the pendency of these cases to aid in the prosecution of the Debtors' chapter 11 cases. I have been advised that the Debtors have retained, among others, the following professionals: WGM, as general bankruptcy counsel, Curtis, Mallet-Prevost, Colt & Mosle LLP, as conflicts counsel, and Alvarez & Marsal North America, LLC, as restructuring advisor. Over the past years, attorneys at SNR Denton have worked with certain of these professionals on various matters, representing either the same parties, parties with similar interests or parties with adverse interests.

14. In addition, during the course of the Debtors' chapter 11 cases, the Debtors may retain additional or different professionals, not all of which are or can currently be identified. Further, the Master Conflicts Checklist does not disclose the identities of all of the various professionals that have been retained, or are being considered for retention by the various parties in interest. Therefore, we are unable to determine if SNR Denton has a client or other relationship with such as yet unidentified advisors or their affiliates. However, we believe it likely that many of the professionals who may appear in these cases are trustees, witnesses, advisors or counsel, as the case may be, in transactions or cases in which SNR Denton also represents a client. SNR Denton may retain various such professionals or affiliates thereof to provide forensic, litigation support and financial advisory services to SNR Denton or SNR Denton's clients in a variety of past, present or future engagements. Current employees at SNR Denton may be former employees of, or related to employees of, one or more of the other

professionals in this case. In addition, attorneys at SNR Denton belong to professional organizations to which other professionals who may appear in these cases may also belong.

15. SNR Denton currently represents several clients that, according to the Debtors' Master Conflicts Checklist, have connections to the Debtors (the "Connected Entities"). SNR Denton does not, however, to the best of my knowledge, represent the Connected Entities in matters related to the Representative Matters. A schedule of Interested Parties that currently employ or have formerly employed SNR Denton in matters unrelated to the Representative Matters, is annexed hereto as Schedule 1. SNR Denton expects to continue to represent the Connected Entities set forth in Schedule 1 in their current matters within the limits of section 327(e) of the Bankruptcy Code.

16. In addition, I note the following matters that involve the Debtors:
- (i) SNR Denton represents Landesbank Hessen-Thüringen Girozentrale ("Helaba") for itself and as administrative agent in connection with a construction loan made to a non-debtor entity of which LBHI indirectly owns approximately 95%. The subject loan is guaranteed by LBHI and Helaba may have claims against LBHI on account of such guarantees.
 - (ii) SNR Denton represents Dr. Michael C. Frege, Insolvency Administrator for Lehman Brothers Bankhaus AG ("LBB") in LBB's chapter 15 proceeding pending in the United States Bankruptcy Court for the Southern District of New York, under docket No. 09-12704(JMP) and in matters related to the Debtors' bankruptcy cases.
 - (iii) SNR Denton represents The Union Labor Life Insurance Company as mortgage lender in connection with a pending foreclosure on a certain mortgage loan. LBHI is an equity partner of the borrower and non-debtor affiliate LB Real Estate Mezzanine Partners is the mezzanine lender in the project.
 - (iv) SNR Denton represents parties in connection with mortgage loans on which certain non-debtor special purpose entities affiliated with LBHI are obligors or guarantors.
 - (v) SNR Denton represents other lenders in connection with loans where LBHI is a member of the lender group but SNR Denton does not represent LBHI as a lender in such group.

- (vi) SNR Denton represents various parties in connection with the close out of derivatives and the resulting claims.
- (vii) The London office of SNR Denton UK LLP is special conflicts counsel to the administrators of Lehman Brothers International (Europe) (in administration) in matters unrelated to the Debtors' bankruptcy cases.
- (viii) SNR Denton represents Caisse Des Depots et Consignations with respect to the close out of derivatives and the resulting claims.
- (ix) SNR Denton represents Covenant Retirement Communities with respect to the close out of derivatives and the resulting claims.
- (x) SNR Denton represents HSBC USA, NA with respect to certain claims against the Debtors.
- (xi) SNR Denton represents PHH Mortgage Corporation with respect to a dispute with LBHI concerning mortgage servicing rights.
- (xii) SNR Denton represents Totsa Total Oil Trading SA with respect to the close out of derivatives and the resulting claims.
- (xiii) SNR Denton represents WCN PLC with respect to a preference action brought by the Debtors.

17. SNR Denton has apprised the Debtors of these representations and has received appropriate waivers for such engagements. Additionally, in order to ensure that all client confidences are protected, SNR Denton has set up and maintains a screening wall between those attorneys, such as myself, who represent the Debtors, and those attorneys who will represent certain non-Debtor parties in interest in matters disclosed in this Declaration. SNR Denton has established procedures to ensure that the attorneys working for the Debtors will not disclose to any non-Debtor client any information concerning the Debtors that has been identified to the Firm as confidential or proprietary or that SNR Denton should reasonably believe to be confidential or proprietary. In addition, SNR Denton has implemented procedures to ensure that no information concerning the Debtors will be used without the Debtors' prior written consent. Lastly, SNR Denton has implemented procedures to ensure that all files (both

physical and electronic) are kept separate. Notice of these screening procedures has been sent to all of SNR Denton's attorneys.

18. SNR Denton also may represent from time to time other clients that are co-defendants with one or more of the Debtors, but I do not believe that there is any adversity between such co-defendants and the Debtors.

19. In addition, SNR Denton may have represented, may currently represent, or may in the future represent, a borrower, issuer of securities, financial advisor, underwriter of securities, banks in multibank transactions in which the Debtor is a lending bank or other client financing transactions, merger and acquisition transactions, litigation or arbitration matters, bankruptcy matters or other matters unrelated to Representative Matters in which one or more parties in interest (or an affiliate) or a professional involved in these cases, including, but not limited to those listed on the Master Conflicts Checklist, happens to be involved.

20. SNR Denton may also represent, in matters unrelated to the Representative Matters, competitors of the Debtors.

21. I do not understand Bankruptcy Rule 2014(a) or other applicable law to require disclosure of each present or future engagement SNR Denton receives from a party in interest as long as it is unrelated to matters we are working on for Lehman in these cases. SNR Denton intends to accept engagements from other parties in interest (whether existing or new clients). These engagements may include matters similar to those described in paragraph 16 hereof. As described above, SNR Denton has undertaken a detailed search to determine whether it represents, or has represented in the last two (2) years, any of the Interested Parties listed on the Master Conflicts Checklist, and the identities of such entities and such entities' relationship to the Debtors and connection to SNR Denton is set forth herein. SNR Denton, however, does

not and will not represent any of the Interested Parties with respect to the matters for which SNR Denton had been retained by the Debtors.

22. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with many creditors and other relationships, SNR Denton is unable to state with certainty that every client connection of SNR Denton has been disclosed. In this regard, if SNR Denton discovers additional information that requires disclosure, SNR Denton will file supplemental disclosures with the Court.

Securities Ownership

23. Certain individual attorneys at SNR Denton may own, or have beneficial interests in trusts owning, shares in the Debtors and securities of related entities and may own shares in other parties in interest.

24. SNR Denton notes, however, that a large number of the Debtors' debt and equity securities are held by various mutual funds, trusts and portfolios and accounts that are managed by various advisors. SNR Denton does not know the ultimate beneficial owners of the funds, although it is believed they are widely held. Similarly, many of the Debtors' securities are registered in the name of Depositary Trust Company or its nominee, and securities entitlements to such securities are held through securities accounts maintained by brokers, investment advisors and other securities intermediaries. The ultimate owners of the securities entitlements are unknown to SNR Denton, except for those reported on the Master Conflicts Checklist. It is possible that some of such holders may be clients of SNR Denton.

Various Commercial Relationships with Parties in Interest

25. Some attorneys at or employees of SNR Denton may receive services from the Debtors, other parties in interest or professionals involved in these cases. Attorneys at

or other employees at SNR Denton or their spouses or relatives may have beneficial ownership of securities issued by, or banking, insurance, brokerage or money management relationships with, other parties in interest. Attorneys at SNR Denton may have relatives or spouses who are members of professional firms involved in these cases or employed by parties in interest. We have conducted no investigation of our colleagues' banking, insurance, brokerage or investment activities or familial connections in preparing this Declaration.

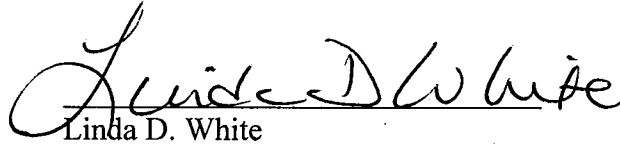
Amounts Owed to SNR Denton as of Commencement Date

26. As of the Commencement Date, SNR Denton was owed approximately \$125,645.00 in unpaid fees and expenses incurred by the Debtors for prepetition services rendered by SNR Denton unrelated to this chapter 11 cases. SNR Denton has not received payment of any of these outstanding amounts.

27. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I nor SNR Denton, nor any partner or associate thereof, has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' chapter 11 cases, other than as permitted by the Bankruptcy Code. SNR Denton has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among SNR Denton's partners.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the
United States of America that the foregoing is true and correct.

Dated: October 18, 2011



Linda D. White

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SCHEDULE 1

Searched Entity	Relationship to Lehman Bankruptcy	Current Status
Aegon USA Investment Management	Major Creditor	Existing client on unrelated matters
JPMorgan Chase	Major Creditor	Existing client on unrelated matters
MetLife	Major Creditor	Existing client on unrelated matters
Mizuho Corporate Bank, Ltd.	Major Creditor	Existing client on unrelated matters
PAMI Statler Arms LLC	Debtor Affiliate of Debtor	Existing client on unrelated matters
Royal Bank of Scotland PLC	Major Creditor	Existing client on unrelated matters
SMBC	Major Creditor	Existing client on unrelated matters
State Street	Major Creditor	Existing client on unrelated matters
The Bank of NY Mellon	Major Creditor	Existing client on unrelated matters
The Royal Bank of Scotland, PLC	Major Creditor	Existing client on unrelated matters
Wilmington Trust Company	Major Creditor	Existing client on unrelated matters